

Original Bond

LICENSE OR PERMIT BOND

KNOW ALL MEN BY THESE PRESENT:

That we, ILLINOIS POWER ENERGY, INC. as Principal, and SAFECO INSURANCE COMPANY OF AMERICA, a corporation organized under the laws of the State of Washington with its principal office in the City of Seattle as Surety, are held and firmly bound unto People of the State of Illinois, as Oblige, in the full penal sum of Thirty Thousand and No/100 Dollars (\$30,000.00), lawful money of the United States, for the payment of which, well and truly to be made, we bind ourselves, our heirs, executors, administrator, successors and assigns, jointly and severally, firmly by these presents.

WHEREAS, the above bounded Principal has obtained or is about to obtain from the said Oblige a license or permit to act as an Alternative Retail Electric Supplier (ARES) as provided by the Act and to satisfy the bond requirement under Section 451.110 for the indicated term and conditioned as hereinafter set forth; and the term of said license or permit is as indicated opposite the space checked below:

 Beginning the day of , 2000 and

ending the day of , 2001.

 X Continuous, beginning the 11th day of October, 2000.

WHEREAS, the Principal is required by law to file with the Oblige a bond for the above indicated term and conditioned as hereinafter set forth.

NOW, THEREFORE, THE CONDITION OF THIS OBLIGATION IS SUCH, That if the above bounden Principal as such licensee or permittee shall indemnify said Oblige against all loss, costs, expenses of damage to it caused by said Principal's non-compliance with or breach of any laws, statutes, ordinances, rules or regulations pertaining to such license or permit issued to the Principal, which said breach or non-compliance shall occur during the term of this bond, then this obligation shall be void, otherwise to remain in full force and effect.

PROVIDED, that if this bond is for a fixed term, it may be continued by Certificate executed by the Surety hereon; and

PROVIDED FURTHER, that regardless of the number of years this shall continue or be continued in force and of the number of premiums that shall be payable or paid, the Surety shall not be liable hereunder for a larger amount, in the aggregate, than the amount of this bond, and

PROVIDED FURTHER, that if the Surety shall so elect, this bond may be cancelled by the Surety as to subsequent liability by giving thirty (30) days notice in writing to said Oblige.

Signed, sealed and dated this 11th day of October, 2000.

ILLINOIS POWER ENERGY, INC.

By: [Signature] (SEAL)

Gene B. Foster
Vice President, Transition

SAFECO INSURANCE COMPANY OF AMERICA

By: [Signature] (SEAL)

Mildred L. Massey Attorney-in-Fact
c/o John L. Wortham & Son, L.L.P.
P.O. Box 1388, Houston, Texas 77251-1300



SAFECO

**POWER
OF ATTORNEY**

Bond No. 6088715

SAFECO INSURANCE COMPANY OF AMERICA
GENERAL INSURANCE COMPANY OF AMERICA
HOME OFFICE: SAFECO PLAZA
SEATTLE, WASHINGTON 98185

No. 6486

KNOW ALL BY THESE PRESENTS:

That SAFECO INSURANCE COMPANY OF AMERICA and GENERAL INSURANCE COMPANY OF AMERICA, each a Washington corporation, does each hereby appoint

*****PHYLLIS RAMIREZ; JANIE CERMENO; PHILIP N. BAIR; NANCY THOMAS; VICIE COLEMAN; JIMMYE LANGFORD; MILDRED L. MASSEY; ERIC S. FEIGHL; CHERYL BAXLEY; Houston, Texas*****

its true and lawful attorney(s)-in-fact, with full authority to execute on its behalf fidelity and surety bonds or undertakings and other documents of a similar character issued in the course of its business, and to bind the respective company thereby.

IN WITNESS WHEREOF, SAFECO INSURANCE COMPANY OF AMERICA and GENERAL INSURANCE COMPANY OF AMERICA have each executed and attested these presents

this 21st day of April, 1999

R.A. Pierson

R.A. PIERSON, SECRETARY

Boh Dickey

BOH DICKEY, PRESIDENT

CERTIFICATE

Extract from the By-Laws of SAFECO INSURANCE COMPANY OF AMERICA
and of GENERAL INSURANCE COMPANY OF AMERICA:

"Article V, Section 13. - FIDELITY AND SURETY BONDS ... the President, any Vice President, the Secretary, and any Assistant Vice President appointed for that purpose by the officer in charge of surety operations, shall each have authority to appoint individuals as attorneys-in-fact or under other appropriate titles with authority to execute on behalf of the company fidelity and surety bonds and other documents of similar character issued by the company in the course of its business... On any instrument making or evidencing such appointment, the signatures may be affixed by facsimile. On any instrument conferring such authority or on any bond or undertaking of the company, the seal, or a facsimile thereof, may be impressed or affixed or in any other manner reproduced; provided, however, that the seal shall not be necessary to the validity of any such instrument or undertaking."

Extract from a Resolution of the Board of Directors of SAFECO INSURANCE COMPANY OF AMERICA
and of GENERAL INSURANCE COMPANY OF AMERICA adopted July 28, 1970.

"On any certificate executed by the Secretary or an assistant secretary of the Company setting out,

- (I) The provisions of Article V, Section 13 of the By-Laws, and
- (II) A copy of the power-of-attorney appointment, executed pursuant thereto, and
- (III) Certifying that said power-of-attorney appointment is in full force and effect,

the signature of the certifying officer may be by facsimile, and the seal of the Company may be a facsimile thereof."

I, R.A. Pierson, Secretary of SAFECO INSURANCE COMPANY OF AMERICA and of GENERAL INSURANCE COMPANY OF AMERICA, do hereby certify that the foregoing extracts of the By-Laws and of a Resolution of the Board of Directors of these corporations, and of a Power of Attorney issued pursuant thereto, are true and correct, and that both the By-Laws, the Resolution and the Power of Attorney are still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the facsimile seal of said corporation

this 11th day of October, 2000



R.A. Pierson

R.A. PIERSON, SECRETARY

Rider Amending Bond to \$150,000

RIDER

Attached to and forming part of Permit of Alternative Retail Electric Supplier (ARES)

Bond No. 608 87 16, effective October 11, 2000, on behalf of

ILLINOIS POWER ENERGY, INC., of Houston, Texas, in favor of

STATE OF ILLINOIS and in the amount of

Thirty Thousand and No/100 (\$30,000.00) Dollars.

It is understood and agreed that effective October 1, 2001,

The bond penalty is amended to read One Hundred Fifty Thousand and No/100 (\$150,000.00)

All other conditions and terms to remain as originally written.

Signed, sealed and dated this 1st day of October, 2001.

ILLINOIS POWER ENERGY, INC.

Principal

By: Donna P. McGinnis

Donna P. McGinnis
Vice President

SAFECO INSURANCE COMPANY OF AMERICA

Surety

By: Mildred L. Massey

Mildred L. Massey

Attorney-in-Fact

The above Rider is hereby agreed to and accepted:

By: _____

Bond No. 608 87 16



POWER
OF ATTORNEY

Bond No. 608 87 16

SAFECO INSURANCE COMPANY OF AMERICA
GENERAL INSURANCE COMPANY OF AMERICA
HOME OFFICE: SAFECO PLAZA
SEATTLE, WASHINGTON 98185

No. 5485

KNOW ALL BY THESE PRESENTS:

That SAFECO INSURANCE COMPANY OF AMERICA and GENERAL INSURANCE COMPANY OF AMERICA, each a Washington corporation, does each hereby appoint

*****PHYLLIS RAMIREZ; JANIE CERVENO; PHILIP N. BAIR; NANCY THOMAS; VICIE COLEMAN; JIMMYE LANGFORD; MILDRED L. MASSEY; ERIC S. PEIGHL;
CHERYL BAXLEY; Houston, Texas*****

its true and lawful attorney(s)-in-fact, with full authority to execute on its behalf fidelity and surety bonds or undertakings and other documents of a similar character issued in the course of its business, and to bind the respective company thereby.

IN WITNESS WHEREOF, SAFECO INSURANCE COMPANY OF AMERICA and GENERAL INSURANCE COMPANY OF AMERICA have each executed and attested these presents

this 21st day of April, 1999

R.A. Pierson

R.A. PIERSON, SECRETARY

Boh Dickey

BOH DICKEY, PRESIDENT

CERTIFICATE

Extract from the By-Laws of SAFECO INSURANCE COMPANY OF AMERICA
and of GENERAL INSURANCE COMPANY OF AMERICA:

"Article V, Section 13. - FIDELITY AND SURETY BONDS ... the President, any Vice President, the Secretary, and any Assistant Vice President appointed for that purpose by the officer in charge of surety operations, shall each have authority to appoint individuals as attorneys-in-fact or under other appropriate titles with authority to execute on behalf of the company fidelity and surety bonds and other documents of similar character issued by the company in the course of its business... On any instrument making or evidencing such appointment, the signatures may be affixed by facsimile. On any instrument conferring such authority or on any bond or undertaking of the company, the seal, or a facsimile thereof, may be impressed or affixed or in any other manner reproduced; provided, however, that the seal shall not be necessary to the validity of any such instrument or undertaking."

Extract from a Resolution of the Board of Directors of SAFECO INSURANCE COMPANY OF AMERICA
and of GENERAL INSURANCE COMPANY OF AMERICA adopted July 28, 1970.

"On any certificate executed by the Secretary or an assistant secretary of the Company setting out,

- (i) The provisions of Article V, Section 13 of the By-Laws, and
- (ii) A copy of the power-of-attorney appointment, executed pursuant thereto, and
- (iii) Certifying that said power-of-attorney appointment is in full force and effect,

the signature of the certifying officer may be by facsimile, and the seal of the Company may be a facsimile thereof."

I, R.A. Pierson, Secretary of SAFECO INSURANCE COMPANY OF AMERICA and of GENERAL INSURANCE COMPANY OF AMERICA, do hereby certify that the foregoing extracts of the By-Laws and of a Resolution of the Board of Directors of these corporations, and of a Power of Attorney issued pursuant thereto, are true and correct, and that both the By-Laws, the Resolution and the Power of Attorney are still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the facsimile seal of said corporation

this 1st day of October, 2001



R.A. Pierson

R.A. PIERSON, SECRETARY

Rider Amending Bond in favor of the “People of the State of Illinois”

RIDER

Attached to and forming part of Permit of Alternative Retail Electric Supplier (ARES)

Bond No. 608 87 16, effective October 11 2000, on behalf of

ILLINOIS POWER ENERGY, INC., of Houston, Texas, in favor of

PEOPLE OF THE STATE OF ILLINOIS and in the amount of

Thirty Thousand and No/100 (\$30,000.00) Dollars.

It is understood and agreed that effective October 11, 2001,

The bond penalty is amended to read One Hundred Fifty Thousand and No/100 Dollars
(\$150,000.00)

All other conditions and terms to remain as originally written or amended by Rider.

Signed, sealed and dated this 15th day of October, 2001.

ILLINOIS POWER ENERGY, INC.

Principal

By: 

Donna P. McGinnis

Vice President, Risk Management & Insurance

SAFECO INSURANCE COMPANY OF AMERICA

Surety

By: 

Mildred L. Massey

Attorney-in-Fact

The above Rider is hereby agreed to and accepted:

By: _____



SAFECO

**POWER
OF ATTORNEY**

Bond No. 608 87 16

SAFECO INSURANCE COMPANY OF AMERICA
GENERAL INSURANCE COMPANY OF AMERICA
HOME OFFICE: SAFECO PLAZA
SEATTLE, WASHINGTON 98185

No. 6485

KNOW ALL BY THESE PRESENTS:

That SAFECO INSURANCE COMPANY OF AMERICA and GENERAL INSURANCE COMPANY OF AMERICA, each a Washington corporation, does each hereby appoint

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its true and lawful attorney(s)-in-fact, with full authority to execute on its behalf fidelity and surety bonds or undertakings and other documents of a similar character issued in the course of its business, and to bind the respective company thereby.

IN WITNESS WHEREOF, SAFECO INSURANCE COMPANY OF AMERICA and GENERAL INSURANCE COMPANY OF AMERICA have each executed and attested these presents

this 21st day of April, 1999

R.A. Pierson

R.A. PIERSON, SECRETARY

Boh Dickey

BOH DICKEY, PRESIDENT

CERTIFICATE

Extract from the By-Laws of SAFECO INSURANCE COMPANY OF AMERICA
and of GENERAL INSURANCE COMPANY OF AMERICA:

"Article V, Section 13. - FIDELITY AND SURETY BONDS ... the President, any Vice President, the Secretary, and any Assistant Vice President appointed for that purpose by the officer in charge of surety operations, shall each have authority to appoint individuals as attorneys-in-fact or under other appropriate titles with authority to execute on behalf of the company fidelity and surety bonds and other documents of similar character issued by the company in the course of its business... On any instrument making or evidencing such appointment, the signatures may be affixed by facsimile. On any instrument conferring such authority or on any bond or undertaking of the company, the seal, or a facsimile thereof, may be impressed or affixed or in any other manner reproduced; provided, however, that the seal shall not be necessary to the validity of any such instrument or undertaking."

Extract from a Resolution of the Board of Directors of SAFECO INSURANCE COMPANY OF AMERICA
and of GENERAL INSURANCE COMPANY OF AMERICA adopted July 28, 1970.

"On any certificate executed by the Secretary or an assistant secretary of the Company setting out,

- (i) The provisions of Article V, Section 13 of the By-Laws, and
- (ii) A copy of the power-of-attorney appointment, executed pursuant thereto, and
- (iii) Certifying that said power-of-attorney appointment is in full force and effect,

the signature of the certifying officer may be by facsimile, and the seal of the Company may be a facsimile thereof."

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the facsimile seal of said corporation

this 15th day of October, 2001



R.A. Pierson

R.A. PIERSON, SECRETARY